



# **Urban Counties of California (UCC)**

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## **Association By-Laws**

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## **ARTICLE I**

### **NAME**

The name of the Association shall be "URBAN COUNTIES OF CALIFORNIA."

## **ARTICLE II**

### **PURPOSES AND OBJECTIVES**

The urban counties of California have created this Association as a non-profit corporation under the California Nonprofit Corporation Law to advance the interests and improve the lives of the people who reside in the urban counties of California.

To achieve this objective, the Urban Counties of California (UCC) shall:

1. Form an urban county organization and retain professional assistance for the purpose of advancing policy and funding decisions that improve the delivery of a broad array of county-delivered services and programs in urban counties.
2. Project a strong, unified voice among member counties on state legislative and budget issues.
3. Advocate on behalf of urban counties on policies of concern and consequence.
4. Represent urban county interests before the State Legislature and before the executive branches and administrative agencies of both state and federal governments.
5. Provide urban counties with timely information on legislative, executive and administrative actions at the state.
6. Assist urban counties in implementing new laws and regulations.
7. Promote communication and consensus among urban counties in areas of common concern.
8. Perform additional functions as directed by the Governing Board of UCC.

## **ARTICLE III**

### **MEMBERSHIP**

- A. QUALIFICATIONS AND REQUIREMENTS. Any county designated as “urban” by the California State Association of Counties may become a member of UCC upon written request by the County’s Board of Supervisors, approval by the UCC Board of Directors, and payment of dues. A county board of supervisors may renew membership each year by timely payment of annual dues assessed to the county by UCC in the amount adopted by the UCC Governing Board in the UCC budget.
- B. TERMINATION. A membership shall terminate upon either of the following:
  - 1. Resignation of the member county as notified in writing to the UCC Board of Directors.
  - 2. A determination by the UCC Board of Directors (Governing Board) that the member’s county board of supervisors has failed or refused to make timely payment of the UCC annual dues.

## **ARTICLE IV**

### **GOVERNING BOARD (BOARD OF DIRECTORS)**

- A. POWERS. Subject to the provisions of the California Nonprofit Corporation Law and any limitations of the Articles of Incorporation and this Constitution, the activities and affairs of UCC shall be conducted, and all of its corporate powers shall be exercised, by or under the direction of the Governing Board. The Board may delegate the management of the activities and affairs of UCC to any person or persons, or to any committee, however composed, provided that such activities and affairs shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board.
- B. COMPOSITION AND ELECTION. The Governing Board shall be composed of one elected representative from each county board of supervisors maintaining the membership of its supervisors in UCC. Each representative shall be a member of the county board and shall be selected by that board at the beginning of the calendar year, pursuant to its normal rules and procedures, to serve for a term of not less than two years to coincide with the sessions of the California Legislature.

If there is any change to the representative made by the member county during the two-year term, in order for the Governing Board to recognize the new member, the Clerk of the Board of the member county must provide official notification to UCC.
- C. MEETINGS. The Board shall meet at least once annually, and at such other times and places as may be directed by the Chairperson. (All meetings of the Board shall be conducted pursuant to the provisions of the Ralph M. Brown Act.)

Special meetings of the Governing Board may be called by the Chair if the members have been notified by e-mail or mail of the time place and purpose of such a meeting at least three days prior to such a meeting. No business may be conducted at a special meeting except as stated in such notice.

The Governing Board shall approve the minutes of each meeting of UCC.

D. QUORUM AND VOTING REQUIREMENTS.

- 1) A majority of the members of the Board shall constitute a quorum of the Board. Voting shall be one vote per county. All actions of the Board shall require an affirmative vote (except as noted in 2 below) that represents a majority of the votes constituting the quorum of the member counties.
- 2) For ballot propositions, adoption of the UCC Budget, any changes to the UCC By-Laws, and the adoption of the UCC Priorities the vote threshold shall be fifty percent plus one of the entire membership.
- 3) The fifty percent plus one of the entire membership vote threshold can be requested on any issue if at least four member counties request such action by motion or in writing.
- 4) The Governing Board shall not take a position on a ballot measure unless it has been qualified for the statewide ballot by the Secretary of State.
- 5) If the Governing Board has taken a position on legislation with identical provisions as those in a ballot measure during the same legislative session, no further board action is necessary, and the Governing Board's position will carry over (or result in) a public position on the ballot measure.

E. ALTERNATES. Each Board member shall designate an alternate or alternates in writing to the Governing Board. The alternate or alternates can be an elected or appointed representative from the member county and have the same authority as the Board member for purposes of voting.

F. PRESIDING OFFICER. The Chairperson of UCC shall serve as presiding officer of the Board of Directors.

G. RESIGNATION. Any Governing Board member may resign, effective immediately or at a later time specified by giving written notice to the Governing Board. If the resignation is effective at a future time, a successor may be elected by the member county's board of supervisors.

- H. VACANCIES. A vacancy shall be deemed to exist in the Governing Board upon the death, resignation, disqualification, or removal of any member.

A vacancy created by the death, resignation or disqualification of a director shall be filled by the county board represented by the vacated position, with a member of that board.

Any director elected to fill a vacancy on the Board shall serve until the expiration of the term of the director replaced.

## **ARTICLE V**

### **OFFICERS**

- A. DESIGNATION AND SELECTION. The officers of UCC are as follows:

1. The Chairperson and Vice Chairperson, each of whom shall be a member of the Governing Board, shall be elected by the Board in the manner and for the term specified in this article.

- a. ELECTION OF CHAIRPERSON AND VICE CHAIRPERSON

At the November or December Board meeting, the sitting chair shall announce a call for nominations for an incoming Vice Chairperson. Members may self-nominate or recommend another member of the Governing Board. Candidates should, whenever possible, reflect rotation between a Northern California county (including San Joaquin) and a Southern California county (including Fresno) so that each region is represented in the offices of Chairperson and Vice Chairperson during their year in office. The nominations shall be presented to and voted on by the Board at the first meeting of the calendar year following the seating of each member county's representative on the Board or as soon as practical thereafter. The persons elected as Chairperson and Vice Chairperson by the Board shall serve for one-year terms. The Vice Chairperson is presumed to be elevated to the office of Chairperson in the subsequent year, but that action shall be ratified by the Board. If necessary, the Governing Board may take action to fill any vacancy that may occur.

2. The Treasurer, who may be either a member of the Governing Board or a county employee appointed by the Chairperson with the approval of the Board.
    3. The Secretary shall be appointed by the Governing Board.

- B. DUTIES

1. The Chairperson shall:
  - a. Preside at all meetings of the Governing Board.

- b. Appoint the members of such advisory committees, task forces and other advisory groups as may be established by the Governing Board.
    - c. Perform such other duties as may be authorized by the Governing Board.
  2. The Vice Chairperson shall assist the Chairperson in the performance of the above duties. The Vice Chairperson shall act on behalf of the Chairperson when the latter is absent.
  3. The Treasurer shall cause to be maintained adequate and correct books and records of accounts for UCC; shall cause all funds of UCC to be deposited and disbursed as directed by the Governing Board; shall report to the Board Committee, as requested, upon the financial condition of UCC; and shall otherwise oversee the financial affairs of UCC.
  4. The Secretary shall provide for the preparation and keeping of minutes and other records of UCC, as required by this Constitution and by the Nonprofit Corporation Law.
- C. VACANCIES
1. A vacancy in the office of Chairperson, Vice Chairperson, Treasurer or Secretary, for any cause, shall be filled by the Governing Board subject to the requirements for original appointments to those offices.

## **ARTICLE VI**

### **COMMITTEES**

- A. **ADVISORY COMMITTEES.** The Governing Board may establish such policy advisory committees, standing or special, and such task forces or other groups as it finds necessary in conducting the activities and affairs of UCC; provided, that no such committee, task force, or group shall have any authority of the Board or make any decision or take any action on behalf of UCC. The members of any such committee, task force, or group shall be appointed by the Chairperson of UCC, and may include county officials and staff persons, as well as county supervisors.
- B. **FINANCE COMMITTEE.** A Finance Committee, comprised of the Vice Chairperson and one other board member or designated county staff, shall be responsible for approving expenditures above \$5,000 (excluding board-approved contracts); receiving quarterly bank statements, check register, and investment portfolio statements; and approving reserve expenditures. Finance Committee actions shall be reported to the Governing Board at its next meeting.
- C. **COMMITTEES OF THE BOARD.** In addition to the Finance Committee, the Governing Board may establish other committees, each consisting of two or more directors, to serve at the pleasure of the Board.

## **ARTICLE VII**

### **STAFF**

The Governing Board may appoint an Executive Director of UCC, to serve at the pleasure of the Board, who shall administer the activities and affairs of UCC pursuant to the directives of the Board and within the established policies and budget of UCC. If an Executive Director is appointed, the Board shall fix the compensation of the Executive Director, subject to budgetary review and approval by the Board, and may prescribe any specific powers and duties for that position, which are consistent with this Constitution and applicable law.

The Board may authorize the Executive Director to employ such professional and support staff as it finds necessary to conduct the activities and affairs of UCC, and to fix the compensation of such staff, subject to budgetary review and approval by the Board.

The Board may approve an alternative organizational structure to achieve the association's goals and objectives.

## **ARTICLE VIII**

### **FINANCES**

- A. ANNUAL DUES. The Governing Board may levy annual dues and other fees upon each county board of supervisors maintaining the membership of its supervisors in UCC, and may change the amount of such dues and fees from year to year, as it finds necessary. Dues shall be equally apportioned among the member counties, payable on July 1 of each fiscal year.
- B. BUDGET. The fiscal year shall start July 1 and end June 30 of each year. At least sixty days before the close of the UCC fiscal year, the Executive Director, or the entity appointed by the Board to fulfill the executive function, shall prepare a budget for the succeeding fiscal year. The budget shall be submitted to the Governing Board, which shall review, revise, if necessary, and adopt the budget.
- C. INDEBTEDNESS. The Governing Board may borrow money and incur indebtedness on behalf of UCC, and may cause to be executed and delivered for UCC purposes, in UCC's name, promissory notes, deeds of trust, mortgages, pledges, and other evidence of debts and securities.
- D. COMPENSATION OF MEMBERS. Members shall not be entitled to compensation for services to UCC. However, to the extent authorized and budgeted by the Board of Directors, members may be reimbursed from UCC funds for actual and necessary expenses incurred in the performance of their duties.
- E. BONDS AND INSURANCE. UCC shall secure and maintain liability insurance for the protection of UCC and all officers, members and employees.



- F. BOOKS, ACCOUNTS AND FINANCIAL REPORTS. UCC shall keep adequate and correct books and records of accounts. Every three years, the Governing Board shall, within 120 days after the close of that fiscal year, secure a financial audit and report by an independent accountant. In the intervening years, UCC shall secure a comprehensive financial review.
- G. DISSOLUTION OF CORPORATION. UCC may, upon unanimous agreement of its Board of Directors, dissolve the Corporation. Upon dissolution, and after any and all outstanding debts have been paid, any remaining assets shall be disbursed to member counties in proportion to their contributed dues.

## **ARTICLE IX**

### **CONFLICT OF INTEREST**

The Governing Board shall annually adopt a conflict of interest policy.

## **ARTICLE X**

### **AMENDMENTS**

The By-Laws may be amended by the Governing Board on the affirmative votes of fifty percent plus one of the member counties.

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### **Notation of Revisions/Amendments**

Amended on October 28, 2020 (ARTICLE II; ARTICLE III, Sections A and B; ARTICLE IV, Sections D and G; ARTICLE V, Section A; ARTICLE VI, Section C; ARTICLE VII; ARTICLE VIII, Sections B, E, and F); ARTICLE IX; and added ARTICLE VI, new Section B.

Amended on November 28, 2018 (ARTICLE IV, Section D).

Amended on November 17, 2010 (amended ARTICLE I; ARTICLE II, Section 1; ARTICLE III, Section B; ARTICLE IV, Sections B, C, D, and added Section E; ARTICLE VI, Section B; ARTICLE VIII, Section A and B; added ARTICLE IX; ARTICLE X).

Amended on December 1, 1999 (ARTICLE III, Section A; ARTICLE IV, Sections B and E; ARTICLE V, Sections A 1 and 2; ARTICLE IX, Section 1).

Amended on February 25, 1999 (ARTICLE V, Section A, 2.).

Amended on January 23, 1997 (ARTICLE VIII, Section F).

Amended on February 6, 1992 (ARTICLE VIII, Section G).

Adopted and revised on December 20, 1989.